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PAUL STE	VEN M								
Form 4	• • • • •								
January 28,									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL	
	UNITED		RITIES A Ashington				N OMB Number:	3235-0287	
Check t	his box	•••	asinington	, D.C. 20	1347			January 31,	
if no longer STATEMENT OF CHANGES IN RENEFICIAL OWNERSHIP OF							Expires:	2005	
subject Section	10		SECUE				Estimated	0	
Form 4			~				burden hou response		
Form 5	Filed put	rsuant to Section	16(a) of th	e Securi	ties Excha	inge Act of 1934,	•		
obligati may con		(a) of the Public U	Jtility Hol	ding Cor	npany Act	t of 1935 or Secti	on		
See Inst		30(h) of the l	nvestment	Compar	ny Act of 1	1940			
1(b).									
	D \								
(Print or Type	(Responses)								
1 Name and	Address of Reporting	Person* 2 Locu	or Nomo on	Tieker or	Trading	5. Relationship	of Reporting Per	son(s) to	
PAUL STE		Symbol	souer raune une riener er rraung			Issuer			
		-	ZELI & C	O ILLYI					
(Last)	(First) (LILLY ELI & CO [LLY]				(Check all applicable)		
(Last)	(1131) (, 01 D ate	Date of Earliest Transaction Ionth/Day/Year)			Director	Director 10% Owner		
						X Officer (gi	ficer (give title Other (specify		
		01,20,	_010			below) EVP Sc	below) eience and Techr	ology	
	(Street)	4 16 4							
	f Amendment, Date Original d(Month/Day/Year)			6. Individual or Joint/Group Filing(Check					
		Filed(M	onth/Day/Tea	r)		Applicable Line) _X_ Form filed by	y One Reporting P	erson	
INDIANAPOLIS IN 46285					•	More than One R	eporting		
						Person			
(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	•		Securities	Form: Direct (D) or Indirect	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or indirect (I)	Ownership	
		()	((Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					or	Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D) Price				
Reminder: Re	port on a separate line	e for each class of see	urities bene	ficially ow	ned directly	or indirectly.			
				-	-	spond to the colle	ection of	SEC 1474	
						tained in this forn		(9-02)	

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	01/26/2010		А		82,942		02/01/2011	02/01/2011	Common Stock	82,942

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PAUL STEVEN M LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285			EVP, Science and Technology				
Signatures							

Bronwen Mantlo for Steven Paul, authorization on file

<u>**Signature of Reporting Person</u>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

01/28/2010

Date